

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL			
OMB Number:	3235-0076		
Expires:			
Estimated average burden			
hours per response16.00			

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Filing Under (Check box(es) that apply): Ru	ale 504	ULOE MINIMAN AND AND AND AND AND AND AND AND AND A
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issu	er	————
Name of Issuer ( check if this is an amendmen	t and name has changed, and indicate change.)	O O O IE I E
Pharmaxis Ltd.		
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Unit 2, 10 Rodborough Street Frenchs Fores	t NSW 2086 Australia	61 2 9454,7203
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)  PROCESSED
Brief Description of Business		. N
Specialty pharmaceutical		PROCESSED OCT 3 1 2007
	ed partnership, already formed other (p	THOMSON FINANCIAL
	Month Year ization: 05 98 Actual Estin er two-letter U.S. Postal Service abbreviation for State N for Canada; FN for other foreign jurisdiction)	

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>	
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or a	more of a class of equity securities of the issuer.
<ul> <li>Each executive officer and director of corporate issuers and of corporate general and managing parts</li> </ul>	ners of partnership issuers; and
<ul> <li>Each general and managing partner of partnership issuers.</li> </ul>	
Check Box(es) that Apply: Promoter  Beneficial Owner  Executive Officer Dire	ector General and/or Managing Partner
Full Name (Last name first, if individual) Orbis Global Equity Fund Limited	
Business or Residence Address (Number and Street, City, State, Zip Code) Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter   Beneficial Owner   Executive Officer   Dire	cctor General and/or Managing Partner
Full Name (Last name first, if individual) ABN Amro Bank NV	
Business or Residence Address (Number and Street, City, State, Zip Code)  Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Dire	ctor General and/or Managing Partner
Full Name (Last name first, if individual) Robertson, Alan D.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer Dire	cetor General and/or Managing Partner
Full Name (Last name first, if individual) Charlton, Brett	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer Dire	ctor General and/or Managing Partner
Full Name (Last name first, if individual) Crapper, John F.	
Business or Residence Address (Number and Street, City, State, Zip Code) Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter Beneficial Owner Z Executive Officer Direction	ector General and/or Managing Partner
Full Name (Last name first, if individual) McDonald, Ian A.	
Business or Residence Address (Number and Street, City, State, Zip Code) Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	
Check Box(es) that Apply: Promoter Beneficial Owner  Executive Officer Direction	ector General and/or Managing Partner
Full Name (Last name first, if individual) McGarvey, David M.	
Business or Residence Address (Number and Street, City, State, Zip Code) Unit 2, 10 Rodborough Street Frenchs Forest NSW 2086 Australia	

		A. BASIC ID	ENTIFICATION DATA		
2. Enter the information rec	quested for the fol	lowing:			
<ul> <li>Each promoter of the</li> </ul>	ne issuer, if the iss	uer has been organized t	within the past five years;		
<ul> <li>Each beneficial owr</li> </ul>	er having the pow	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	a class of equity securities of the issuer.
• Each executive offi	cer and director of	f corporate issuers and o	f corporate general and mar	naging partners of p	partnership issuers; and
<ul> <li>Each general and m</li> </ul>	anaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	'individual)				
Phillips, Gary T.					
Business or Residence Addres Unit 2, 10 Rodborough St					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if Hanley, Denis M.	individual)				
Business or Residence Addres	ss (Number and	Street, City, State, Zip C	Code)		
Unit 2, 10 Rodborough Str	eet Frenchs Fo	rest NSW 2086 Austr	alia		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Farrell, Peter C.	findividual)				
Business or Residence Addres	ss (Number and	Street, City, State, Zip C	Code)		
Unit 2, 10 Rodborough Str	reet Frenchs Fo	rest NSW 2086 Austr	ralia		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	f individual)				
Kietel, Charles P.H.					
Business or Residence Address Unit 2, 10 Rodborough S		*			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, it McComas, Malcolm J.	f individual)				
Business or Residence Address Unit 2, 10 Rodborough St	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Villiger, John	f individual)			<u></u>	
Business or Residence Address Unit 2, 10 Rodborough S	,		•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)	<u>.</u>	
	(Use bla	nk sheet, or copy and us	e additional copies of this	sheet, as necessary)	

					В. 11	FORMATI	ON ABOU	T OFFERI	NG				
ι.	Has the	issucr sole	d, or does th									Yes	No 🔀
						Appendix,		=				<b>c</b> 0.0	n
2.	What is	the minim	um investn	ent that w	ill be acce	pted from a	ny individ	ual?			•••••	هــــــ	
3.			permit join									Yes <b>⋉</b>	No □
4.	commis If a pers or states	sion or sim on to be lis s, list the na	ilar remune sted is an ass	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok ore than five	ers in conne er or deale (5) persor	ection with r registered is to be list	sales of sec I with the S ed are asso	curities in t EC and/or	irectly, any he offering. with a state ons of such		
	•		first, if ind	ividual)									
		<u></u>	Company Address (N	lumber en	Street Ci	ty State 7	in Code)		<del> </del>				
			New York, N			iy, State, Z	ip Code)						
			roker or De		~ <del>~~~~~</del>								
Au	erbach G	Grayson &	Company										
Stat	tes in Wh	ich Persor	Listed Has	s Solicited	or Intends	to Solicit I	urchasers					•	
	(Check	"All State:	s" or check	individual	States)		•••••			***************************************		□ AI	States
	IL MT	AK IN NE	IA NV	KS NH	CA KY VJ	CO LA NM	ME NW	DE MD NC	DC MA ND	FL MI OH	GA MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT]	VA	WA	WV	WI	WY	PR
	l Name (i		first, if ind	ividual)									
			Address (I loor, New Y			ity, State, 2	Zip Code)						
			roker or De	aler									
	out Capit		Listed Ha	a Caliaitad	or Intende	to Caliait I	Durahasara				· ·		<u> </u>
Sta			s" or check									☐ AI	l States
	AL	AK	AZ	AR	GA.	CO	CT	DE	DC	FL	GA	HI	ID
	(IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	17Y	NC	ND	ОН	OK)	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	Full Name (Last name first, if individual)												
Bus	siness or	Residence	e Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Nai	me of As	sociated B	roker or De	aler									
Sta	tes in Wh	ich Person	n Listed Ha	s Solicited	or Intends	to Solicit l	Purchasers						
	(Check "All States" or check individual States)						☐ A1	1 States					
	AL IL MT	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	already exchanged.  Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	§ 3,471,000.00*	s 3,471,000.00 *
	☑ Common ☐ Preferred	<u> </u>	<u> </u>
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify )	\$	\$
	Other (Specify)  Total	\$ 3,471,000.00*	\$ 3,471,000.00*
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	:	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	4	\$_3,471,000.00 <b>*</b>
	Non-accredited Investors	0	\$_0.00
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$ 0.00
	Regulation A	N/A	\$_0.00
	Rule 504	N/A	§ 0.00
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	<b>Z</b>	\$_15,000.00 <b>*</b>
	Accounting Fees		\$
	Engineering Fees		<b>s</b>
			¢
	Sales Commissions (specify finders' fees separately)		•
	Other Expenses (identify) Placement agent fees and investor relations fees	_	\$ 269,420.00* \$ 284,420.00*

\* All values are in Australian dollars.

	b. Enter the difference between the aggregate offering price given in response to Part C — Question and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted groproceeds to the issuer."	SS .	\$3,186,580.00*
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used the each of the purposes shown. If the amount for any purpose is not known, furnish an estimate a check the box to the left of the estimate. The total of the payments listed must equal the adjusted group proceeds to the issuer set forth in response to Part C — Question 4.b above.	nđ	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	🔲 \$	
	Purchase of real estate	🗆 <b>s</b>	. 🗆 \$
	Purchase, rental or leasing and installation of machinery and equipment	[]\$	_ []\$
	Construction or leasing of plant buildings and facilities	🗆 s	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<b></b>	Π <b>\$</b>
	Repayment of indebtedness		
	Working capital		- ·-
	Other (specify):		
		- 	_ <b></b>
	Column Totals	<b>s</b> 0.00	_ 図\$ <u>3.186.58</u> 0.00*
	Total Payments Listed (column totals added)	🔯 <b>\$</b> 3.	<u>.186,58</u> 0.00*
	AND THE PERSON OF THE PERSON O		V
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this no nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Com information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2)	tice is filed under R mission, upon writt	ule 505, the following
Īss	uer (Print or Type)  ONA AMAXIS  LYD  Signature	Date October	24, 2007
	me of Signer (Print or Type) Title of Signer (Print or Type)		<del></del>
•	DAVID MC GARVET CAS CO-puny Sour	ela~	

— ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

THE REPORT OF THE PROPERTY OF		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No

See Appendix, Column 5, for state response.

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
PHARMANS LYD		October 24, 2007
Name (Print or Type)	Title (Print or Type)	
DAVID MC GARLOY	cho/longary.	Socretury

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX** Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach to non-accredited offering price Type of investor and explanation of waiver granted) offered in state amount purchased in State investors in State (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Investors Yes No Amount Amount ΑL ΑK AZAR CA **Equity-ordinary** 1 \$117,000. \* \$0.00 × X CO CTDE DC FL GA НІ ID ΙL INΙA KS KY LA ME MD \$58,500. \* 1 \$0.00 MA × **Equity-ordinary** X MI MN MS

## APPENDIX 1 2 3 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach offering price to non-accredited Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No **Investors** Amount Investors Amount Yes No MO MT NE NV NH NJ Equity-ordinary 1 X \$175,500.\* 0 \$0.00 X NM **Equity-ordinary** \$0.00 NY 1 **\*\$**3,120,000. X NC ND ОН OK OR PA RΙ SCSD TN TXUT VTVA WA wv WI

APPENDIX									
1	2		3	4				5 Disqualification	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

